

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDINGFEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE
FORM 159Approved by OMB
3060-0589
Page No. 1 of 2

(1) LOCKBOX # 979091		<div style="border: 1px solid black; padding: 2px;">SPECIAL USE ONLY</div> <div style="border: 1px solid black; padding: 2px;">FCC USE ONLY</div>	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) TECHNOLOGIES MANAGEMENT, INC.		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$1,050.00	
(4) STREET ADDRESS LINE NO. 1 2600 MAITLAND CENTER PARKWAY			
(5) STREET ADDRESS LINE NO. 2 SUITE 300			
(6) CITY MAITLAND		(7) STATE FL	(8) ZIP CODE 32751
(9) DAYTIME TELEPHONE NUMBER (include area code) (407) 740-3011		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0005021506		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)			
COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME G3 TELECOM USA INC.			
(14) STREET ADDRESS LINE NO. 1 1039 McNICOLL AVENUE			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY TORONTO		(17) STATE ON	(18) ZIP CODE TARIO M1W 3W6
(19) DAYTIME TELEPHONE NUMBER (include area code) (416) 499-5463		(20) COUNTRY CODE (if not in U.S.A.) CANADA	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0020628582		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$1,050.00	(27A) TOTAL FEE \$1,050.00	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, <u>Sharon Thomas</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief. SIGNATURE <u>[Signature]</u> DATE <u>May 13, 2014</u>			
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD _____ VISA _____ AMEX <input checked="" type="checkbox"/> DISCOVER _____ ACCOUNT NUMBER <u>[REDACTED]</u> EXPIRATION DATE <u>[REDACTED]</u> I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described. SIGNATURE <u>[Signature]</u> DATE <u>May 13, 2014</u>			



TM RECEIVED MAY 20 2014
US BANK/FCC MAY 14 2014
May 13, 2014
Via Overnight

Federal Communications Commission
Wireline Competition Bureau
P.O. Box 979091
St. Louis, MO 63197-9000

RE: Joint Application for Authorization to Transfer Control of G3 Telecom USA Inc.

Dear Sir or Madam:

Enclosed for filing please find the original and five (5) copies of the Joint Application for Authorization to Transfer Control of G3 Telecom USA Inc. Included with this Application is the Remittance Advice Form 159 with credit card payment information in the amount of \$1,050.00 for Lock Box 979091.

Please acknowledge receipt of this filing by date-stamping the extra copy of this cover letter and returning it to me in the self-addressed, stamped envelope provided for that purpose.

Any questions you may have regarding this filing should be directed to my attention at 407-740-3031 or via email to sthomas@tminc.com. Thank you for your assistance in this matter.

Sincerely,

A handwritten signature in black ink, appearing to read "Sharon Thomas", is written over a horizontal line.

Sharon Thomas
Consultant to G3 Telecom USA Inc.

cc: Rajan Arora - G3 Telecom USA
Rajiv Jagota - Telehop Communications Inc.
file: G3 Telecom USA - FCC - Other
tms: FCx1401

ST/im

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of the Application of)
)
)

G3 Telecom USA Inc., Transferor)
and)

Telehop Communications Inc, Transferee)
)

File No. ITC-T/C-2014 _____

For Authority pursuant to Section)
Section 214 of the Communications Act of 1934,)
as amended, to Transfer Control of)
G3 Telecom USA Inc.)

JOINT APPLICATION FOR AUTHORIZATION TO TRANSFER

CONTROL OF G3 TELECOM USA INC.

I. INTRODUCTION

Pursuant to Section 214 of the Communications Act of 1934, as amended (the "Act") and Sections 62.04 and 63.24 of the Commission's rules, 47 C.F.R. §63.04 and §63.24, G3 Telecom USA Inc. ("G3 Telecom USA" or "Transferor") together with Telehop Communications Inc. ("Telehop" or "Transferee") (collectively the "Applicants") hereby seek authority to transfer control of G3 Telecom USA Inc. to Telehop Communications Inc. ("Telehop."). This application is being filed simultaneously with the International Bureau and the Wireline Competition Bureau. Applicants submit that the grant of this Application will serve the public interest.

In support of this Application, Applicants provide the following information:

II. DESCRIPTION OF THE APPLICANTS

A. License Holder/Transferor

The Licensee is G3 Telecom USA Inc., a domestic company incorporated under the laws of the state of Delaware. It is authorized pursuant to ITC-214-20110311-00063 to provide International Global or Limited Global Resale Service. In addition to its international services, it provides domestic resold interexchange and interconnected VoIP services. It is 100% owned and controlled by Suraj Holdings Inc., which in turn is 100% owned by the Arora Family Trust, the beneficiaries of which are Rajan and Sonia Arora and their descendants.

G3 Telecom USA Inc. is affiliated with G3 Telecom Corp., a Canadian corporation, which is authorized to provide telecommunications services in Canada. G3 Telecom USA Inc. also has several other non-U.S. affiliates, which are owned either directly by the Arora Family Trust or indirectly via Suraj Holdings Inc. These affiliates include 1530487 Ontario Inc., 7140282 Canada Inc., G3 Telecom Services Inc., ALO Mobile Inc., ALO Telecom Inc. (all Canadian entities), Ellora Phillippines Inc. (incorporated in the Philippines) and Suraj Telecom Ltd (organized in Barbados). None of these companies operates in the U.S. and none hold international 214 licenses.

B. Transferee

The Transferee is Telehop Communications Inc., a publicly-held Canadian Corporation, incorporated under the laws of the Province of Ontario. Telehop provides resold long distance services and interconnected VoIP services within Canada and to international locations. Telehop is licensed by the Canadian Radio-television and Telecommunications Commission ("CRTC") as a Class "A" telecommunications carrier. Telehop has several wholly-owned subsidiaries, including International Telehop Network Systems Inc., Telehop Long Distance Service Ltd., Telehop Premium Business Services Inc. and CardTel Corp. All of the subsidiaries are also

Canadian companies. Neither Telehop nor any of its subsidiaries operate as a carrier within the U.S. and none hold an international 214 license

III. DESCRIPTION OF THE TRANSACTION

Pursuant to a Purchase Agreement ("Agreement") between the Joint Applicants, Telehop Communications Inc. will purchase the shares of G3 Telecom USA Inc. and its various affiliated companies¹ for a combined sum of \$4.3 million, payable \$2.0 million in cash upon closing, \$1.5 million over 24 months with interest at 5% and \$800,000 by the issuance of eight million common shares of Telehop. For purposes of the Transaction, a new corporation, Telehop Agencies Inc. was formed as a wholly-owned subsidiary of Telehop Communications Inc. Initially, G3 Telecom USA will be acquired as a wholly-owned subsidiary of Telehop Agencies Inc. Once the transaction is fully closed and all obligations of the Transaction are satisfied, Telehop Agencies will be dissolved into Telehop Communications Inc., leaving G3 Telecom USA as a direct wholly-owned subsidiary of Telehop Communications Inc.

Telehop's acquisition of G3 Telecom USA Inc. is subject to required U.S. regulatory approvals, including that of the Federal Communications Commission.

Upon closing of the Transaction, Mr. Rajan Arora (currently co-owner of G3 Telecom USA Inc. via ownership of Suraj Holdings Inc.) will own 8,000,000 common shares, or 24.79% of Telehop Communications Inc. and will hold a seat on the Board of Directors.

The proposed transfer of control will have no adverse impact on G3 Telecom USA's customers who will continue to receive the same services from the same corporate entity, under the same rates, terms and conditions as they currently receive.

¹ Under the Purchase Agreement, Telehop will purchase certain assets and liabilities of two of those affiliates: G3 Telecom Corp. and G3 Telecom Services Inc.

IV. PUBLIC INTEREST STATEMENT

The proposed Transaction described above will serve the public interest. As noted above, the Transaction will have no negative impact on the customers served by G3 Telecom USA, who will continue to benefit from the competitive telecommunications and VoIP services offered by the company. G3 Telecom USA which will remain a separate corporate entity with no change in name. Further, its purchase by Telehop will bring considerable financial, operational and managerial benefits to G3 Telecom USA and, in turn, to its customers. Telehop has provided competitive telecommunications services in Canada since 1993 and has considerable financial resources that will help to ensure the continued growth and success of G3 Telecom USA in the U.S. market. Telehop's President and Chief Executive Officer, Mr. Rajiv Jagota, has more than 15 year's experience in senior management positions at telecommunications companies. He leads a management team with considerable business, financial, and engineering expertise.

V. INFORMATION REQUIRED BY SECTION 63.24(e)

Pursuant to Section 63.24(e)(2) of the Commission's Rules, the Applicants submit the following information requested in Section 63.18 (a)-(d) and (h)-(p) in support of this Application:

(a) Name, address and telephone number of each Applicant:

Transferor: G3 Telecom USA, Inc:

1039 McNicoll Avenue
Toronto, Ontario
Canada M1W 3W6
Tel: 416-499-5463

Transferee: Telehop Communications Inc.:

1039 McNicoll Avenue
Toronto, Ontario
Canada M1W 3W6

Tel: 416-494-5893

(b) Jurisdiction of Applicants:

Transferor: G3 Telecom USA Inc. is a Delaware Corporation -

Transferee: Telehop Communications Inc. is a Canadian Corporation,
organized under the laws of Ontario.

(c) Correspondence concerning this Application should be sent to:

Sharon Thomas
Consultant
Technologies Management, Inc.
2600 Maitland Center Parkway
Suite 300
Maitland, FL 32751
Tel: 407-740-3031
Fax: 407-740-0613
sthomas@tminc.com

(d) Section 214 Authorizations

G3 Telecom USA Inc. holds international Section 214 authority under File No. ITC-214-20110311-00063.

Telehop Communications Inc. does not hold international 214 authority.

Information for Transferee

(h) Telehop Communications Inc. is a publicly-held corporation. The following individuals own or indirectly own at least ten percent of the equity of Telehop:

Mr. Rajan Arora
6 Tranvalley Crt.
Toronto, Ontario
Canada M3B 1C6
Citizenship: Canada
Principle Business: Investor
Ownership Interest: 24.79%

Mr. James Estill
23 Grange Street
Guelph, Ontario
Canada N1E 2T6
Citizenship: Canada
Principle Business: Investor
Ownership Interest: 17%

Ms. Mignonne Spiegelman
162 Colin Avenue
Toronto, ON
Canada M5P 2C6
Citizenship: Canada
Principle Business: Investor
Ownership Interest (Voting Rights): 13%

Telehop Communications Inc. is a foreign carrier (Canadian), but has no interlocking directorates with any other foreign carrier, other than its affiliated entities identified in Section II.B above, and, upon closure of the Transaction, the G3 Companies, described in Section II.A above. All of these entities will have the same officers and directors as Telehop Communications Inc.

(i) Telehop is a foreign carrier, incorporated and operating in Canada, as described above.

(j) Through its purchase of G3 Telecom USA, Telehop seeks to provide international telecommunications services to Canada, where Telehop is a foreign carrier.

(k)(1) Canada is a Member of the World Trade Organization.

(l) Not applicable.

(m) Telehop satisfies the requirements of §63.10(a)(3) for a presumption of non-dominance and therefore qualifies for regulation as a non-dominant carrier for the provision of international telecommunications service to Canada. Telehop lacks sufficient market power in Canada to adversely affect competition in the U.S. market. Telehop does not own any transport facilities and does not provide local access services in Canada. Accordingly, Telehop has a 0% share of the international and local access markets in Canada. Accordingly, it meets the standard for presumptive classification as a non-dominant carrier under §63.10(a)(3).

(n) Transferee certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

(o) Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a; *see also* 47 C.F.R. §§ 1.2001-1.2003.

(p) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to §63.12(a)-(b). Although Telehop is a foreign carrier in a destination market (Canada) where it intends to provide service through G3 Telecom USA, Telehop qualifies for a presumption of non-dominance under §63.10(a)(3), for the reasons describe in section V(m) above, and therefore satisfies the exemption provided under §63.12(c)(1)(ii). Furthermore, Telehop satisfies the exemption set forth in §63.12(c)(1)(iii), because it owns no facilities, other than mobile wireless facilities and switches, in Canada, the destination market. The provisions of §63.12(c)(2)

do not apply to Telehop, because it does not have an affiliation with a dominant U.S. carrier. The Applicants therefore respectfully request that the Application be afforded streamlined processing.

VI. INFORMATION REQUIRED BY SECTION 63.04

In lieu of an attachment, pursuant to §63.04(b) Applicants submit the following information in support of their request for domestic Section 214 authority in order to address the requirements set forth in 47 C.F.R. § 63.04(a)(6)-(12):

(a)(6) A description of the proposed Transaction is set forth in **Section III** above.

(a)(7) The Transferor, G3 Telecom USA, offers resold domestic interstate interexchange services throughout the U.S. and offers intrastate interexchange services in California, Georgia, Illinois, Michigan, Nevada, New Jersey, New York, Ohio, Texas and Virginia.

(a)(8) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to 47 C.F.R. §63.03. In particular, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transaction, Transferee will have a market share in the interstate, interexchange market of less than 10 percent, and the Transferee will not provide competitive telephone exchange services or exchange access services. Further, neither of the Applicants is dominant with respect to any service.

(a)(9) This Application (covering both the domestic and international transfer of control) is the only application being filed related to this transaction.

(a)(10) No party is requesting special consideration because it is facing imminent business failure.

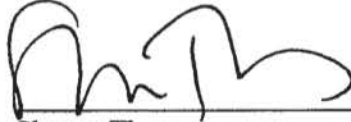
(a)(11) There are no waiver requests being sought in conjunction with the Transaction.

(a)(12) A statement showing how grant of the application will serve the public interest, convenience and necessity is provided in **Section IV** above.

VII. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application. Applicants respectfully request that the Commission approve the proposed Transaction as soon as possible.

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'Sharon Thomas', is written over a horizontal line.

Sharon Thomas
Technologies Management, Inc.
2600 Maitland Center Parkway
Suite 300
Maitland, FL 32751
Tel: 407-740-3031
Fax: 407-740-0613
sthomas@tminc.com

Consultant to Transferor and Transferee

Dated: May 13, 2014

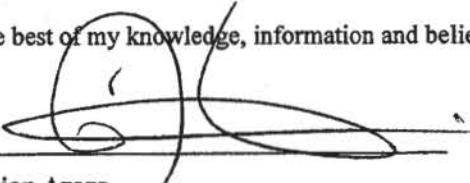
VERIFICATION

CANADA
PROVINCE OF ONTARIO

)
)S.S.
)

I, Rajan Arora, Secretary and Treasurer of G3 Telecom USA, Inc., make oath and say that:

1. I have read the foregoing Application; and
2. the facts stated therein are true and correct to the best of my knowledge, information and belief.


Rajan Arora
Secretary/Treasurer
G3 Telecom USA, Inc.

SWORN/AFFIRMED BEFORE ME,

At TORONTO ONTARIO

On this 21 Day of April 2014



A NOTARY PUBLIC IN AND FOR
The Province of Ontario

My Commission expires:

NA

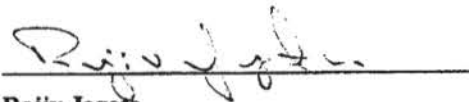
VERIFICATION

CANADA
PROVINCE OF ONTARIO

)
)S.S.
)

I, Rajiv Jagota, President and CEO of Telehop Communications Inc., make oath and say that:

1. I have read the foregoing Application; and
2. the facts stated therein are true and correct to the best of my knowledge, information and belief.



Rajiv Jagota
President and CEO
Telehop Communications Inc.

SWORN/AFFIRMED BEFORE ME,

At TORONTO ONTARIO

On this 14 Day of April 2014



A NOTARY PUBLIC IN AND FOR
The Province of Ontario

My Commission expires:

NA